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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	237,406	58,475	58,475
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	735,157 ☒	663,764	495,759
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	433,989 ☒	710,023	710,023
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,406,552	1,432,262	1,264,257	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,406,552	1,432,262	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,406,552	1,432,262	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,406,552	1,432,262	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	11,406,552
2	Enter amount from Part I, line 27a	25,710
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	1,432,262
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,432,262

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	2059 081 SHS FORD	P		2011-12-02
b	2308 SHS AT&T	P	2010-06-02	2011-12-22
c	100 SHS DODGX	P		2012-01-26
d	3810 SHS SDY	P		
e	5000 SHS PCS	P	2011-08-05	2012-03-01

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 22,620		22,079	541
b 68,054		65,455	2,599
c 10,795		14,058	-3,263
d 205,995		200,059	5,936
e 59,991		55,681	4,310

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			541
b			2,599
c			-3,263
d			5,936
e			4,310

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,123
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	425,212	1,286,067	0 33063
2009	402,058	1,178,915	0 341041
2008	301,353	986,787	0 305388
2007	75,780	1,180,143	0 064213
2006	99,161	992,447	0 099916

2 Total of line 1, column (d).	2	1 141188
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 228238
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,388,621
5 Multiply line 4 by line 3.	5	316,936
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	861
7 Add lines 5 and 6.	7	317,797
8 Enter qualifying distributions from Part XII, line 4.	8	363,962

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	861
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	861
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	861
6		Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	585		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	315		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	900
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	39
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 39 Refunded		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  WILLIAM S MCINTYRE Telephone no  (214) 702-9004 Located at  12222 MERIT DRIVE SUITE 1660 DALLAS TX ZIP +4  75251			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. 	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHIRLEY MCINTYRE 12222 MERIT DRIVE SUITE 1660 DALLAS, TX 75251	PRESIDENT 0 5	0	0	0
WILLIAM MCINTYRE 12222 MERIT DRIVE SUITE 1660 DALLAS, TX 75251	VICE PRESIDENT 0 5	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services.	▶
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Part IX-A

1	
2	
3	
4	

Part IX-B

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	602,339
b	Average of monthly cash balances.	1b	97,406
c	Fair market value of all other assets (see page 24 of the instructions).	1c	710,023
d	Total (add lines 1a, b, and c).	1d	1,409,768
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,409,768
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	21,147
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,388,621
6	Minimum investment return. Enter 5% of line 5.	6	69,431

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	69,431
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	861
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	861
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	68,570
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	68,570
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	68,570

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	363,962
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	363,962
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	861
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	363,101
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				68,570
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 2008 , 2007				
3 Excess distributions carryover, if any, to 2011				
a From 2006.	50,329			
b From 2007.	20,025			
c From 2008.	257,458			
d From 2009.	343,993			
e From 2010.	361,507			
f Total of lines 3a through e.	1,033,312			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 363,962				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				68,570
e Remaining amount distributed out of corpus	295,392			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,328,704			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	50,329			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,278,375			
10 Analysis of line 9				
a Excess from 2007. . . .	20,025			
b Excess from 2008. . . .	257,458			
c Excess from 2009. . . .	343,993			
d Excess from 2010. . . .	361,507			
e Excess from 2011. . . .	295,392			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

SHIRLEY C MCINTYRE WILLIAM S MC

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	358,206
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	4,181	
4	Dividends and interest from securities. . . .			14	17,896	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			15	82,037	
8	Gain or (loss) from sales of assets other than inventory			18	-32,871	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a OTHER INCOME - MERIT _____			01	8,135	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				79,378	
13	Total. Add line 12, columns (b), (d), and (e).					79,378

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
1b(6)		No	
	1c		No

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2013-01-15	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature James Youngblood		Date	Check if self-employed ☒
Firm's name LANE GORMAN TRUBITT PLLC			Firm's EIN		
2626 HOWELL STREET SUITE 700					
	Firm's address DALLAS, TX 752044064			Phone no (214) 871-7500	

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization SHIRLEY & WILLIAM S MCINTYRE FOUNDATION	Employer identification number 75-2910339
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SHIRLEY & WILLIAM S MCINTYRE FOUNDATION	Employer identification number 75-2910339
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Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	WILLIAM AND SHIRLEY MCINTYRE 12222 MERIT DRIVE SUITE 1660 DALLAS, TX 75251	\$ 40,155	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	AMERICAN CONTRACTORS INSURANCE GROU 12222 MERIT DRIVE SUITE 1660 DALLAS, TX 75251	\$ 181,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>3</u>	WILLIAM AND SHIRLEY MCINTYRE 12222 MERIT DRIVE SUITE 1660 DALLAS, TX 75251	\$ 115,214	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization SHIRLEY & WILLIAM S MCINTYRE FOUNDATION	Employer identification number 75-2910339
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Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	2308 SHARES AT&T STOCK, 2254 3369 SHARES AINV STOCK, 249 714 SHARES DODGX STOCK, 161 523 SHARES SPAR	\$ 115,214	2011-12-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization SHIRLEY & WILLIAM S MCINTYRE FOUNDATION	Employer identification number 75-2910339
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

**TY 2011 All Other Program
Related Investments Schedule**

Name: SHIRLEY & WILLIAM S MCINTYRE FOUNDATION
EIN: 75-2910339

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: SHIRLEY & WILLIAM S MCINTYRE FOUNDATION

EIN: 75-2910339

**TY 2011 Investments Corporate
Stock Schedule****Name:** SHIRLEY & WILLIAM S MCINTYRE FOUNDATION**EIN:** 75-2910339

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DODGE & COX STOCK	110,591	89,844
CITIGROUP CAP IX	25,200	24,490
DODGE & COX INTERNATIONAL	111,771	85,006
FORD MOTOR CORP	0	0
DODGE & COX STOCK FUND	163,880	142,189
AIG	16,601	1,605
AIGWS	3,190	268
APOLLO INVESTMENT CORP	113,647	84,020
SPDR S&P DIVIDEND	0	0
PCS	111,363	60,500
SPARTAN 500 INDEX FD	7,521	7,837

TY 2011 Investments - Other Schedule

Name: SHIRLEY & WILLIAM S MCINTYRE FOUNDATION

EIN: 75-2910339

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MERIT ENERGY PARTNERS E-II		290,730	290,730
MERIT ENERGY PARTNERS CANADA		42,814	42,814
MERIT ENERGY PARTNERS H		376,479	376,479

TY 2011 Land, Etc. Schedule**Name:** SHIRLEY & WILLIAM S MCINTYRE FOUNDATION**EIN:** 75-2910339

TY 2011 Other Expenses Schedule**Name:** SHIRLEY & WILLIAM S MCINTYRE FOUNDATION**EIN:** 75-2910339

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTY EXP-MERIT E-II	1,744	1,744	0	0
ROYALTY EXP-MERIT CANADA	1,424	1,424	0	0
ROYALTY EXP-MERIT H	180	180	0	0

TY 2011 Other Income Schedule**Name:** SHIRLEY & WILLIAM S MCINTYRE FOUNDATION**EIN:** 75-2910339

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Income - Merit	8,135	-1,583	0
Royalty Income-Merit Energy Ptrs E-II	63,157	63,157	0
Royalty Income-Merit Energy Ptrs Canada	9,782	9,782	0
Royalty Income-Merit Energy Ptrs H, LP	9,098	9,098	0

TY 2011 Taxes Schedule

Name: SHIRLEY & WILLIAM S MCINTYRE FOUNDATION

EIN: 75-2910339

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENTS				

Additional Data

Software ID:
Software Version:
EIN: 75-2910339
Name: SHIRLEY & WILLIAM S MCINTYRE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VILAR PERFORMING ARTS CENTER PO BOX 309 VAIL,CO 81658	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
ST JO PUBLIC LIBRARY201 EAST HOWELL ST ST JO,TX 76265	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	200
VAIL JAZZ FOUNDATIONPO BOX 3035 VAIL,CO 81658	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,500
THE SALVATION ARMY8787 N STEMMONS FWY STE 800 DALLAS,TX 75247	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	100
EPISCOPAL CENTER FOR RENEWAL10290 MONROE DR SUITE 101 DALLAS,TX 75229	NONE	RELIGIOUS	GENERAL OPERATIONS	500
BREAST CANCER 3-DAYC/O ST MICHAEL AND ALL ANGELS EPIS 8011 DOUGLAS AVE DALLAS,TX 75225	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	100
VAIL VALLEY CHARITABLE FUND PO BOX 2302 EDWARDS,CO 81632	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	250
DALLAS HERITAGE VILLAGE1515 SOUTH HARWOOD DALLAS,TX 75215	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,250
BAYLOR HEALTHCARE SYSTEM FOUNDATION3600 GASTON AVENUE DALLAS,TX 75246	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	200
VAIL VETERANS PROGRAMPO BOX 6473 VAIL,CO 81658	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,250
JUVENILE DIABETES RESEARCH FOUNDATION2425 FOUNTAIN VIEW DRIVE STE 280 HOUSTON,TX 77057	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	100
EAGLE VALLEY RELIGIOUS FOUNDATIONPO BOX 1828 EDWARDS,CO 81632	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	7,500
SEMINARY OF THE SOUTHWESTPO BOX 2247 AUSTIN,TX 78768	NONE	RELIGIOUS	GENERAL OPERATIONS	250
GEORGE W BUSH PRESIDENTIAL CENTERPO BOX 12844 DALLAS,TX 75225	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000
DALLAS MUSEUM OF ART1717 NORTH HARWOOD DALLAS,TX 75201	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,400
DALLAS CASA2815 GASTON AVENUE DALLAS,TX 75226	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,100
ST PAUL MEDICAL FOUNDATION 5909 HARRY HINES BLVD DALLAS,TX 75390	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,500
DALLAS SYMPHONY ORCHESTRA MORTON H MEYERSON SYMPHONY CENTER 2301 FLORA STREET DALLAS,TX 75201	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	45,000
THE PAPAGENO FOUNDATIONC/O THOMPSON PRIVATE ADVISORS LLC PO BOX 192527 DALLAS,TX 75219	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	100
EPISCOPAL CHURCH OF THE TRANSFIGURATIONPO BOX 1000 19 VAIL ROAD VAIL,CO 81658	NONE	RELIGIOUS	GENERAL OPERATIONS	5,000
DENISON MINISTRIES17304 PRESTON ROAD SUITE 1060 DALLAS,TX 75252	NONE	RELIGIOUS	GENERAL OPERATIONS	250
THE UNIVERSITY OF TEXAS FOUNDATION INCPO BOX 250 AUSTIN,TX 78767	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	100
FRONTIERS OF FLIGHT MUSEUM 6911 LEMMON AVENUE DALLAS,TX 75209	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	250
SOUTHWESTERN MEDICAL FOUNDATION3963 MAPLE AVENUE SUITE 100 DALLAS,TX 75219	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	200,000
CAMPUS CRUSADE FOR CHRIST 2000 14TH STREET ST N SUITE 230 ARLINGTON,VA 22201	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	200
THE TRINITY TRUST1444 OAK LAWN AVENUE SUITE 200 DALLAS,TX 75207	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	900
CENTER FOR BRAIN HEALTH2200 WEST MOCKINGBIRD LANE DALLAS,TX 75235	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	500
SMU MEADOWS SCHOOL OF THE ARTSPO BOX 750356 DALLAS,TX 75275	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000
PHILANTHROPIC VENTURES FOUNDATION1222 PRESERVATION PARKWAY OAKLAND,CA 94612	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000
ST PHILIPS EPISCOPAL CHURCH 342 E WOOD STREET PALATINE,IL 60067	NONE	RELIGIOUS	GENERAL OPERATIONS	150

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DALLAS ARBORETUM8617 GARLAND ROAD DALLAS,TX 75218	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	9,656
NATIONAL MS SOCIETY8336 BRIAR DRIVE DALLAS,TX 75243	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	400
FRIENDS OF THE ARBORETUM8617 GARLAND ROAD DALLAS,TX 75218	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
ST MICHAEL AND ALL ANGELS EPISCOPAL CHURCH8011 DOUGLAS AVENUE DALLAS,TX 75225	NONE	RELIGIOUS	GENERAL OPERATIONS	11,000
BRAVO VAIL VALLEY MUSIC FESTIVAL2271 N FRONTAGE ROAD W SUITE C VAIL,CO 81657	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000
UT SOUTHWESTERN MEDICAL CENTERPO BOX 910888 DALLAS,TX 75391	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	500
Total  3a				358,206